

# **EXHIBIT C**

RESOLUTION AUTHORIZING MODIFICATION OF ORDER  
REGARDING IUE-CWA CLAIM IN THE DELPHI CORP. BANKRUPTCY CASE

WHEREAS the bankruptcy of Delphi Corp. resulted in modification of IUE-CWA collective bargaining agreements and reduction in retiree health benefits for former members of IUE-CWA for which IUE-CWA was given an allowed claim of \$126 million; and

WHEREAS the Order approving the settlement of IUE-CWA, General Motors Corp. and Delphi Corp. on August 16, 2007 (“the Settlement”) provided as follows:

Subject to Section H.2.e of the IUE-CWA Settlement Agreement, the IUE-CWA shall receive an allowed general unsecured prepetition claim against Delphi in the amount of \$126 million in complete settlement of all asserted and unasserted IUE-CWA claims, including, but not limited to, IUE-CWA/Delphi Joint Activities Center (the “JAC”) asserted and unasserted claims (the “Allowed Claim”). The proceeds realized by the IUE-CWA and/or the VEBA trust (as defined below) from a \$26 million dollar portion of the Allowed Claim shall be paid directly to a voluntary employees’ beneficiary association (“VEBA Trust”) to be established and sponsored by the IUE-CWA to provide supplemental retiree health insurance to certain eligible Delphi employees and their dependents; the proceeds realized by the IUE-CWA and/or the VEBA trust from a \$90 million dollar portion of the Allowed Claim, shall be paid directly to a VEBA trust to be established and sponsored by the IUE-CWA for the purpose of funding employee benefits for active and retired employees and their dependents; and the proceeds realized by the IUE-CWA and/or a VEBA trust from a \$10 million dollar portion of the Allowed Claim shall be paid directly to the successor to the JAC entity which shall be established and administered by the IUE-CWA.

WHEREAS the economic crisis following the Settlement resulted in the deterioration of the financial condition of Delphi Corp. resulting in greatly reduced expected recoveries for general unsecured creditors of Delphi Corp., including IUE-CWA, and

WHEREAS the significantly reduced expected recovery of the IUE-CWA claim makes it impractical to establish a VEBA trust to provide benefits to retirees or employees in the amounts provided for in the Order, and

WHEREAS the intended purposes of the IUE-CWA claim can be maintained by stating the distribution to the intended beneficiaries as percentages of the claim reflected by the dollar amounts stated in the Order and modifying the method of providing benefits to retirees and employees to reflect the expected diminished recovery.

IT IS HEREBY RESOLVED THAT:

1. Counsel for IUE-CWA is directed to file a motion to modify paragraph 8 of the Order to provide as follows:

Subject to Section H.2.e of the IUE-CWA Settlement Agreement, the IUE-CWA shall receive an allowed general unsecured prepetition claim against Delphi in the amount of \$126 million in complete settlement of all asserted and unasserted IUE-CWA claims, including, but not limited, to IUE-CWA/Delphi Joint Activities Center (the "JAC"), asserted and unasserted claims (the "Allowed Claim"). The proceeds realized by the IUE-CWA from 20.6% of the Allowed Claim shall be utilized to establish Health Savings Accounts for certain eligible Delphi employees and their dependents who were eligible for Delphi retiree health insurance at the time of their retirement or separation from Delphi and are not eligible for any benefits under any of IUE CWA negotiated retiree health benefit programs in the General Motors bankruptcy litigation, not to exceed \$10,000 per eligible employee (ii) the proceeds realized by the IUE-CWA from 71.4% of the Allowed Claim shall be paid to the IUE-CWA Skills and Advancement Fund, a 501(c)(6) qualified tax-exempt entity that pays for training programs to upgrade the job skills and employability of IUE-CWA members and (iii) the proceeds realized by the IUE-CWA from 7.9% of the Allowed Claim shall be paid to the IUE-CWA JAC Building Corporation to be used to maintain and upgrade the training center operated by IUE-CWA. The purposes for which the proceeds of the Allowed Claim are to be used apply to IUE-CWA and not to any transferee of the Allowed Claim.